This listing of claims will replace all prior versions, and listings, of claims in the application:

## **Listing of Claims:**

1. (Previously Presented) A compound of formula I:

$$R^{4}$$
 $R^{5}$ 
 $R^{6}$ 
 $R^{6}$ 
 $R^{1}$ 
 $R^{1}$ 
 $R^{5}$ 
 $R^{6}$ 

wherein A is

R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each, independently, H, halogen, NO<sub>2</sub>,

 $C_{1\text{--}10}\text{-}$  alkyl, optionally substituted by halogen up to perhaloalkyl,

C<sub>1-10</sub>-alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C<sub>1-10</sub>- alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

 $C_{6\text{-}12}$  aryl, optionally substituted by  $C_{1\text{-}10}$  alkyl  $\mbox{ or } C_{1\text{-}10}$  alkoxy, or

 $C_{5-12}$  hetaryl, optionally substituted by  $C_{1-10}$  alkyl or  $C_{1-10}$  alkoxy,

and either

one of 
$$R^3$$
,  $R^4$ , and  $R^5$  is  $-M-L^1$ ; or

two adjacent of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by  $C_{1-10}$ -alkyl, , halo-substituted  $C_{1-10}$ -alkyl up to perhaloalkyl,  $C_{1-10}$ -alkoxy, halo-substituted  $C_{1-10}$ -alkoxy up to perhaloalkoxy,  $C_{3-10}$ -cycloalkyl,  $C_{2-10}$ -alkenyl,  $C_{1-10}$ -alkanoyl,  $C_{6-12}$ -aryl,  $C_{5-12}$ -hetaryl;  $C_{6-12}$ -aralkyl,  $C_{6-12}$ -alkaryl, halogen;  $NR^1R^1$ ;  $-NO_2$ ;  $-CF_3$ ;  $-COOR^1$ ;  $-NHCOR^1$ ; -CN;  $-CONR^1R^1$ ;  $-SO_2R^2$ ;  $-SOR^2$ ;  $-SR^2$ ;

in which

 $R^1$  is H or  $C_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl and  $R^2$  is  $C_{1-10}$ -alkyl, optionally substituted by halogen, up to perhaloalkyl,  $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$  are independently H, halogen,

 $C_1\,$  -  $C_{10}\,$  alkyl, optionally substituted by halogen up to perhaloalkyl,

 $C_1$  – $C_{10}$  alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$ , together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo,  $C_{1-10}$  alkyl,  $C_{1-10}$  alkoxy,  $C_{3-10}$  cycloalkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkanoyl,  $C_{6-12}$  aryl,  $C_{5-12}$  hetaryl or  $C_{6-12}$  aralkyl;

M is 
$$-CH_2$$
-,  $-S$ -,  $-N(CH_3)$ -,  $-NHC(O)$ -  $-CH_2$ -S-,  $-S$ - $-CH_2$ -,  $-C(O)$ -, or  $-O$ -; and

L<sup>1</sup> is phenyl, substituted by C<sub>1-10</sub>-alkoxy, OH, -SCH<sub>3</sub>, or by

pyridyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, naphthyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyridone, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyrazine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

3

pyrimidine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, benzodioxane, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, benzopyridine, optionally substituted by  $C_{1-10}$ -alkyl, one  $C_{1-10}$ -alkoxy, halogen, -OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

or

benzothiazole, optionally substituted by,  $C_{1}$ - $_{10}$  alkyl  $C_{1}$ - $_{10}$  alkoxy, halogen, OH, -SCH $_{3}$  or NO $_{2}$ , and wherein the compound of formula I has a pKa greater than 10, or a pharmaceutically acceptable salt thereof.

## 2. (Cancelled)

- 3. (Previously Presented) A compound according to claim 1, wherein R³ is H, halogen or C<sub>1-10</sub>- alkyl, optionally substituted by halogen, up to perhaloalkyl; R⁴ is H, halogen or NO<sub>2</sub>; R⁵ is H, halogen or C<sub>1-10</sub>- alkyl; .

  R⁶ is H, C<sub>1-10</sub>- alkoxy, thiophene, pyrole or methyl substituted pyrole, R³' is H, halogen, C<sub>4-10</sub>-alkyl, or CF₃ and R⁶' is H, halogen, CH₃, CF₃ or -OCH₃
  - 4. (Previously Presented) A compound according to claim 1, wherein

 $R^{3}$  is  $C_{4-10}$ -alkyl, Cl, F or  $CF_{3}$ ;

R<sup>4'</sup> is H, Cl or F;

R<sup>5</sup>' is H, Cl, F or C<sub>4-10</sub>-alkyl; and

 $R^{6'}$  is H or OCH<sub>3</sub>.

- 5. (Previously Presented) A compound according to claim 4, wherein  $R^{3'}$  or  $R^{5'}$  is t-butyl.
- 6. (Previously Presented) A compound according to claim 1, wherein M is  $CH_{2}$ -, -N( $CH_{3}$ )- or –NHC(O)-.
- 7. (Previously Presented) A compound according to claim 6, wherein L<sup>1</sup> is phenyl or pyridyl.
- 8. (Previously Presented) A compound according to claim 1, wherein M is O-.
- 9. (Previously Presented) A compound according to claim 8, wherein L<sup>1</sup> is phenyl, pyridyl, pyridone or benzothiazole.
- 10. (Previously Presented) A compound according to claim 1, wherein M is S-.

- 11. (Previously Presented) A compound according to claim 10, wherein  $L^1$  is phenyl or pyridyl.
  - 12. (Previously Presented) A compound of the formula

$$\begin{array}{c|c} CI & & \\$$

- 13. (Original) A pharmaceutical composition comprising a compound of claim 1, and a physiologically acceptable carrier.
- 14. (Original) A pharmaceutical composition comprising a compound of claim 12, and a physiologically acceptable carrier.
- 15. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula II:

or a pharmaceutically acceptable salt thereof wherein

A is

B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and  $W_n$ , wherein n is 0-3 and each W is independently selected from the group consisting of -CN, -  $CO_2R^7$ ,  $-C(O)NR^7R^7$ ,  $-C(O)-R^7$ ,  $-NO_2$ ,  $-OR^7$ ,  $-SR^7$ ,  $-NR^7R^7$ ,  $-NR^7C(O)OR^7$ ,  $-NR^7C(O)R^7$ ,  $C_{10}$  alkyl,  $C_2-C_{10}$  alkenyl,  $C_1-C_{10}$  alkenoyl,  $C_1-C_{10}$  alkoxy,  $C_3-C_{10}$  cycloalkyl,  $C_6-C_{14}$  aryl, optionally substituted with halogen,  $C_1-C_{10}$  alkyl, or  $C_1-C_{10}$  alkoxy;  $C_3-C_{10}$  heteroaryl, optionally substituted with halogen,  $C_1-C_{10}$  alkoxy;  $C_4-C_{23}$  alkheteroaryl, optionally substituted with halogen,  $C_1-C_{10}$  alkoxy; substituted  $C_1-C_{10}$  alkyl, substituted  $C_2-C_{10}$  alkenyl, substituted  $C_2-C_{10}$  alkenyl, substituted  $C_3-C_{10}$  alkenoyl, substituted  $C_4-C_{23}$  alkheteroaryl and  $-M-L^1$ ;

wherein if W is a substituted group which does not contain aryl or hetaryl moieties, it is substituted by one or more substituents independently selected from the group consisting of -CN,  $-CO_2R^7$ ,  $-C(O)R^7$ ,  $-C(O)NR^7R^7$ ,  $-OR^7$ ,  $-SR^7$ ,  $-NR^7R^7$ ,  $NO_2$ ,  $-NR^7C(O)R^7$ ,  $-NR^7C(O)OR^7$  and halogen up to per-halo;

wherein each  $R^7$  is independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl,  $C_3$ - $C_{13}$  hetaryl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl, up to perhalosubstituted  $C_1$ - $C_{10}$  alkyl, up to perhalosubstituted  $C_2$ - $C_{10}$  alkenyl, up to perhalosubstituted  $C_3$ - $C_{10}$  cycloalkyl, up to perhalosubstituted  $C_6$ - $C_{14}$  aryl and up to perhalosubstituted  $C_3$ - $C_{13}$  hetaryl,

wherein M is - O-, -S-, -N(R<sup>7</sup>)-, -(CH<sub>2</sub>)-<sub>m</sub>, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -NR<sup>7</sup>C(O) NR<sup>7</sup>R<sup>7</sup>-, -NR<sup>7</sup>C(O)-, -C(O)NR<sup>7</sup>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>7</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-,

7

-CHX<sup>a</sup>, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N(R<sup>7</sup>)(CH<sub>2</sub>)<sub>m</sub>-, m = 1-3, and X<sup>a</sup> is halogen; and

 $L^1$  is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by  $Z_{n1}$ , wherein  $_{n1}$  is 0 to 3 and each Z is independently selected from the group consisting of -CN,  $-CO_2R^7$ ,  $-C(O)NR^7R^7$ ,  $-C(O)-NR^7$ ,  $-NO_2$ ,  $-OR^7$ ,  $-SR^7$ ,  $-NR^7R^7$ ,  $-NR^7C(O)OR^7$ ,  $-C(O)R^7$ ,  $-NR^7C(O)R^7$ ,  $-C_{10}$  alkyl,  $C_3-C_{10}$  cycloalkyl,  $C_6-C_{14}$  aryl,  $C_3-C_{13}$  hetaryl,  $C_7-C_{24}$  alkaryl,  $C_4-C_{23}$  alkheteroaryl, substituted  $C_1-C_{10}$  alkyl, substituted  $C_3-C_{10}$  cycloalkyl, substituted  $C_7-C_{24}$  alkaryl and substituted  $C_4-C_{23}$  alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of -CN,  $-CO_2R^7$ ,  $-C(O)NR^7R^7$ ,  $-OR^7$ ,  $-SR^7$ ,  $-NO_2$ ,  $-NR^7R^7$ ,  $-NR^7C(O)R^7$  and  $-NR^7C(O)OR^7$ ,

wherein  $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$  are each independently H, halogen,  $C_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl,  $C_1$  – $C_{10}$  alkoxy, optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$  together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo,  $C_{1-10}$  alkyl,  $C_{1-10}$  alkoxy,  $C_{3-10}$  cycloalkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkanoyl,  $C_{6-12}$  aryl,  $C_{5-12}$  hetaryl or  $C_{6-12}$  aralkyl.

16. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula IIa:

wherein A is

 $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  are each independently H, halogen,  $NO_2$ ,  $C_{1\text{-}10}$ - alkyl, optionally substituted by halogen up to perhaloalkyl,  $C_{1\text{-}10}$ -alkoxy, optionally substituted by halogen up to perhaloalkoxy,  $C_{1\text{-}10}$ - alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,  $C_{6\text{-}12}$  aryl, optionally substituted by  $C_{1\text{-}10}$  alkyl or  $C_{1\text{-}10}$  alkoxy, or  $C_{5\text{-}12}$  hetaryl, optionally substituted by  $C_{1\text{-}10}$  alkyl or  $C_{1\text{-}10}$  alkoxy, and either

one of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  is  $-M-L^1$ ; or

two adjacent of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by  $C_{1-10}$ -alkyl, halo-substituted  $C_{1-10}$ -alkyl up to perhaloalkyl,  $C_{1-10}$ -alkoxy, halo-substituted  $C_{1-10}$ -alkoxy up to perhaloalkoxy,  $C_{3-10}$ -cycloalkyl,  $C_{2-10}$ -alkenyl,  $C_{1-10}$ -alkanoyl;  $C_{6-12}$ -aryl,  $C_{5-12}$ -hetaryl,  $C_{6-12}$ -alkaryl, halogen; -NR<sup>1</sup>R<sup>1</sup>; -NO<sub>2</sub>; -CF<sub>3</sub>;-COOR<sup>1</sup>; -NHCOR<sup>1</sup>; -CN; -CONR<sup>1</sup>R<sup>1</sup>; -SO<sub>2</sub>R<sup>2</sup>; -SOR<sup>2</sup>; -SR<sup>2</sup>;

in which

 $R^1$  is H or  $C_{1\text{--}10}$ -alkyl, optionally substituted by halogen, up to perhalo and

 $R^2$  is  $C_{1-10}$ -alkyl, optionally substituted by halogen,

 $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$  are independently H, halogen,  $C_1 - C_{10}$  alkyl, optionally substituted by halogen up to perhaloalkyl,  $C_1 - C_{10}$  alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$ , together with the base phenyl,

form a naphthyl group optionally substituted by halogen up to perhalo,  $C_{1-10}$  alkyl,  $C_{1-10}$  alkoxy,  $C_{3-10}$  cycloalkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkanoyl,  $C_{6-12}$  aryl,  $C_{5-12}$  hetaryl or  $C_{6-12}$  aralkyl, halogen up to perhalo;

M is 
$$-CH_2$$
-,  $-S$ -,  $-N(CH_3)$ -,  $-NHC(O)$ -  $-CH_2$ -S-,  $-S$ - $-CH_2$ -,  $-C(O)$ -, or  $-O$ -; and

L<sup>1</sup> is phenyl, pyridyl, naphthyl, pyridone, pyrazine, pyrimidine, benzodiaxane, benzopyridine or benzothiazole, each optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen,
 OH, -SCH<sub>3</sub>, NO<sub>2</sub> or, where Y is phenyl, by

$$\frac{1}{2}$$
 $\frac{1}{2}$  $\frac{1}{2}$ 

or a pharmaceutically acceptable salt thereof.

17. (Previously Presented) A method according to claim 16, wherein

 $R^3$  is halogen or  $C_{1-10}$ - alkyl, optionally substituted by halogen, up to perhaloalkyl;

R<sup>4</sup> is H, halogen or NO<sub>2</sub>;

 $R^5$  is H, halogen or  $C_{1-10}$ - alkyl;

 $R^6$  is H ,  $C_{1\text{--}10}$ - alkoxy, thiophene, pyrole or methylsubstituted pyrole

 $R^{3'}$  is H, halogen,  $C_{4\text{--}10}$ -alkyl, or  $CF_3$  and

R6' is H, halogen, CH3, CF3 or OCH3.

18. (Previously Presented) A method according to claim 16, wherein M is -  $CH_2$ -, -S-, -N( $CH_3$ )- or -NHC(O)- and  $L^1$  is phenyl or pyridyl.

- 19. (Previously Presented) A method according to claim 16, wherein M is -O- and L<sup>1</sup> is phenyl, pyridone, pyrimidine, pyridyl or benzothiazole.
  - 20. (Cancelled)
  - 21. (Previously Presented) A compound of formula I:

wherein A is

wherein

 $R^3$  is H, halogen or  $C_{1-10}$ - alkyl, optionally substituted by halogen, up to perhaloalkyl;

R<sup>4</sup> is H, halogen or NO<sub>2</sub>;

R<sup>5</sup> is H, halogen or C<sub>1-10</sub>- alkyl;

 $R^6$  is H,  $C_{1-10}$ - alkoxy, thiophene, pyrole or methyl substituted pyrole,

 $R^{3'}$  is H, Cl, F,  $C_{4-10}$ -alkyl, or CF<sub>3</sub> and

 $R^{4'}$  is H, Cl or F;

R<sup>5</sup>' is H, Cl, F or C<sub>4-10</sub>-alkyl; and

R<sup>6</sup> is H, halogen, CH<sub>3</sub>, CF<sub>3</sub> or -OCH<sub>3</sub>.

and one of R3, R4, and R5 is -M-L1; wherein

 $L^1$  is phenyl, substituted by  $C_{1-10}$ -alkoxy, OH, -SCH<sub>3</sub>, or by

pyridyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, naphthyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyridone, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyrazine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyrimidine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, benzodioxane, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, benzopyridine, optionally substituted by  $C_{1-10}$ -alkyl, one  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, or

benzothiazole, optionally substituted by, C<sub>1-10</sub> alkyl C<sub>1-10</sub> alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, and

wherein the compound of formula I has a pKa greater than 10, or a pharmaceutically acceptable salt thereof.

- 22. (Previously Presented) A compound according to claim 21, wherein  $R^{3}$  or  $R^{5}$  is t-butyl.
- 23. (Previously Presented) A compound according to claim 21, wherein M is  $CH_{2^-}$ , -N( $CH_{3}$ )- or –NHC(O)-.
- 24. (Previously Presented) A compound according to claim 21, wherein  $L^1$  is phenyl or pyridyl.
- 25. (Previously Presented) A compound according to claim 21, wherein M is S-.
- 26. (Previously Presented) A compound according to claim  $\underline{25}$   $\underline{26}$ , wherein  $L^1$  is phenyl or pyridyl.
  - 27. (Previously Presented) A compound of formula I:

$$R^4$$
 $R^3$ 
 $NH$ 
 $NH$ 
 $NH$ 

wherein A is

R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each, independently, H, halogen, NO<sub>2</sub>,

 $C_{1\text{--}10}\text{-}$  alkyl, optionally substituted by halogen up to perhaloalkyl,  $C_{1\text{--}10}\text{-}$ alkoxy, optionally substituted by halogen up to perhaloalkoxy,  $C_{1\text{--}10}\text{-}$  alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,  $C_{6\text{--}12}$  aryl, optionally substituted by  $C_{1\text{--}10}$  alkyl or  $C_{1\text{--}10}$  alkoxy, or  $C_{5\text{--}12}$  hetaryl, optionally substituted by  $C_{1\text{--}10}$  alkyl or  $C_{1\text{--}10}$  alkoxy, and either

one of 
$$R^3$$
,  $R^4$ , and  $R^5$  is  $-M-L^1$ ; or

two adjacent of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by  $C_{1-10}$ -alkyl, , halo-substituted  $C_{1-10}$ -alkyl up to perhaloalkyl,  $C_{1-10}$ -alkoxy, halo-substituted  $C_{1-10}$ -alkoxy up to perhaloalkoxy,  $C_{3-10}$ -cycloalkyl,  $C_{2-10}$ -alkenyl,  $C_{1-10}$ -alkanoyl,  $C_{6-12}$ -aryl,  $C_{5-12}$ -hetaryl;  $C_{6-12}$ -aralkyl,  $C_{6-12}$ -alkaryl, halogen;  $NR^1R^1$ ;  $-NO_2$ ;  $-CF_3$ ;  $-COOR^1$ ;  $-NHCOR^1$ ; -CN;  $-CONR^1R^1$ ;  $-SO_2R^2$ ;  $-SOR^2$ ;  $-SR^2$ ;

in which

 $R^1$  is H or  $C_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl and  $R^2$  is  $C_{1-10}$ -alkyl, optionally substituted by halogen, up to perhaloalkyl,

R<sup>3'</sup>, R<sup>4'</sup>, R<sup>5'</sup> and R<sup>6'</sup> are independently H, halogen,

 $C_1$  -  $C_{10}$  alkyl, optionally substituted by halogen up to perhaloalkyl,

 $C_1$  – $C_{10}$  alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$ , together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo,  $C_{1-10}$  alkyl,  $C_{1-10}$  alkoxy,  $C_{3-10}$  cycloalkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkanoyl,  $C_{6-12}$  aryl,  $C_{5-12}$  hetaryl or  $C_{6-12}$  aralkyl;

M is  $-CH_2$ -, -S-,  $-N(CH_3)$ -, -NHC(O)-  $-CH_2$ -S-, -S- $-CH_2$ -, -C(O)-, or -O-; and

 $L^1$  is phenyl, substituted by  $C_{1-10}$ -alkoxy, OH, -SCH<sub>3</sub>, or by

pyridyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub>, or NO<sub>2</sub>, naphthyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyridone, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyrazine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, pyrimidine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, benzodioxane, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, benzopyridine, optionally substituted by  $C_{1-10}$ -alkyl, one  $C_{1-10}$ -alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

or

benzothiazole, optionally substituted by,  $C_{1-10}$  alkyl  $C_{1-10}$  alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>, or a pharmaceutically acceptable salt thereof.

28.	(Previously Presented)	A method according to claim 16, wherein lung
carcinoma is treated.		

- 29. (Previously Presented) A method according to claim 16, wherein pancreas carcinoma is treated.
- 30. (Previously Presented) A method according to claim 16, wherein thyroid carcinoma is treated.
- 31. (Previously Presented) A method according to claim 16, wherein bladder carcinoma is treated.
- 32. (Previously Presented) A method according to claim 16, wherein colon carcinoma is treated.
- 33. (Previously Presented) A method according to claim 16, wherein myeloid leukemia is treated.
  - 34 (Previously Presented) A compound according to claim 27, wherein

 $L^1$  is phenyl, substituted by  $C_{1-10}$ -alkoxy, -SCH<sub>3</sub>, or by

pyridyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, naphthyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, pyridone, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, pyrazine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, pyrimidine, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, benzodioxane, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, benzopyridine, optionally substituted by  $C_{1-10}$ -alkyl, one  $C_{1-10}$ -alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>, or

benzothiazole, optionally substituted by,  $C_{1-10}$  alkyl  $C_{1-10}$  alkoxy, halogen, -SCH $_3$  or NO $_2$ .

17